

Thai Wacoal Public Company Limited

**Criteria for Shareholders to Propose Agenda and/or Nominate Candidates
to be Elected as Directors for 2023 Annual General Meeting of Shareholders**

1. Objective

In accordance with the principles of good corporate governance relating to the rights and equitable treatment of shareholders, the Company has provided an opportunity for shareholders to propose agenda and/or nominate candidates to be elected as directors at the 2023 Annual General Meeting of Shareholders (AGM) in advance. It will ensure that the agenda will be delicately selected and truly beneficial to the Company and the qualified candidate will be selected to serve as director.

2. Qualifications of Shareholder

The shareholder eligible to propose the 2023 AGM agenda and/or to nominate candidates to be elected as directors must possess the qualifications required by law as follows:

- Representing one single shareholder or several shareholders at the date proposing the agenda and/or at the date nominating the candidate together holding Company shares not less than 5 percent of the total voting rights of the Company (not less than 6,000,000 shares).

3. Proposal of the AGM Agenda

3.1 Proposal Procedure

The shareholder possessing all qualifications required by the criteria may propose the AGM agenda, by taking the following procedures :

- (1) Fill in “Form for Agenda Proposal for 2023 Annual General Meeting of Shareholders” (Form A) with his/her signature and attach required documents as stated above.
- (2) In case a group of shareholders has collectively proposed AGM agenda to the Board, each shareholder must fill in Form A and sign their names as evidence separately together with attach required documents as stated above, before being compiled together into one set. A representative of the group should be selected

to act as a contact person for the group, whereby his or her contact address and telephone number should be specified for further contact and information purpose.

- (3) In case a shareholder has proposed more than 1 AGM agenda to the Board, the shareholder must fill in Form A (1 Form A per 1 Agenda) and sign his/her name together with attach required documents as stated above, before being compiled together into one set.
- (4) Send Form A together with required documents to the channel specified by the Company (see item 5) within the timeframe specified (see item 6).

3.2 Such item the Company reserves the rights not to include as meeting agenda

- (1) The item proposed by shareholders who are not completely qualified, or not having complete and correct information or evidence, or failing to submit within the time specified;
- (2) The item relating to normal business operation of the Company, whereby no allegation could be justified as to the irregularities of such operations;
- (3) The item lying beyond the authority of the Company to so proceed;
- (4) The item previously proposed by the shareholder to Shareholders' Meeting during the past 12 months which had received the support of less than 10 percent of total voting rights of the Company, except only in such case where new information significantly different from those submitted earlier arise.
- (5) The item violating the laws, rules, regulations of any government agencies or other government authorities supervising the Company, or not complying with the objective, the article of association, the shareholders' resolution and good corporate governance practices of the Company;
- (6) The item already implemented by the Company;
- (7) Other items in accordance with the announcement by The Capital Market Supervisory Board.

3.3 Screening Procedure

- (1) The Company Secretary will initially review the proposal. If the information provided by the shareholder is incomplete or incorrect, the Company Secretary will notify the shareholder to revise them accordingly. If the information and document is complete and correct, the Company Secretary will then submit the proposal to the Board of Directors whose decision shall be deemed final.
- (2) The proposal already approved by the Board of Directors shall be included in the agenda of the 2023 AGM notice, together with the comments by the Board of Directors.
- (3) The proposal disapproved by the Board of Directors shall be informed to the shareholders at the AGM accordingly, accompanied by the reason of the Board's disapproval in the AGM notice.

In the case that the shareholders' meeting agrees to include the proposed matters with simple majority of total number of votes of the shareholders present at the meeting and eligible to vote, the proposal shall be included in the agenda for the next shareholders' meeting.

4. Nomination of Candidate for Directorship

4.1 Proposal Procedure

The shareholder possessing all qualifications required by the criteria may nominate candidates to be elected as directors, by taking the following procedures :

- (1) Fill in "Form for the Nomination of Candidate for Directorship for 2023 Annual General Meeting of Shareholders" (Form B) with his/her signature and attach required documents as stated above.
- (2) In case a group of shareholders has collectively nominated candidate to the Board, each shareholder must fill in Form B and sign their names as evidence separately together with attach required documents as stated above, before being compiled together into one set. A representative of the group should be selected to act as a contact person for the group, whereby his or her contact

address and telephone number should be specified for further contact and information purpose.

- (3) In case a shareholder has proposed more than 1 candidate to the Board, the shareholder must fill in Form B (1 Form B per 1 candidate) and sign his/her name together with attach required documents as stated above, before being compiled together into one set.
- (4) Fill in “Profile of Nominated Candidate for Directorship for 2023 Annual General Meeting of Shareholders” (Form C) with candidate’s signature and attach required documents certified by nominated candidate.
- (5) Send Form B and Form C together with required documents to the channel specified by the Company (see item 5) within the timeframe specified (see item 6).

4.2 Qualifications of Directors / Independent Directors

- (1) Possessing due qualifications, and having no restrictions prohibited by laws and other provisions.
- (2) Possessing necessary variety of knowledge, experience, and skills beneficial to the Company’ operations.
- (3) Possessing leadership, vision, ethics, and independence in decision-making for maximum benefit of the Company and shareholders, while using knowledge, capability and experiences for the business conduct and truly interested in Company’s business.

4.3 Screening Procedure

- (1) The Company Secretary will initially review the proposal. If the information and document is complete and correct, the proposal will be then submitted to the Nominating Committee who shall consider the qualifications of such candidate and present their opinions to the Board of Directors recommending whether the candidate should be further nominated for directorship at the AGM. The decision by the Board of Directors shall be deemed final.

- (2) The candidate's name approved by the Board of Directors shall be included for further nominated for directorship in the agenda of the 2023 AGM notice, accompanied by the opinion of the Board of Directors.
- (3) The candidate's name disapproved by the Board of Directors shall be informed to the shareholders at the AGM accordingly, accompanied by the reason of the Board's disapproval.

5. Channels for Submitting Proposals

5.1 Send signed documents and evidences to receive the Board of Directors' consideration via channels

- E-mail : secretariat@wacoal.co.th or
- Send registered mail to the following address :

Miss Chama Sungrungsan

Company Secretary

Thai Wacoal Public Company Limited

132 Soi Charoenrat 7, Bangklo, Bangkholaem, Bangkok 10120

5.2 For further information, please contact the Company Secretary at telephone no. 0-2689-8324 or by email: secretariat@wacoal.co.th

6. Submission Timeframe for Proposing Agenda and/or Director Nominee

The submission period is from 1 - 31 December, 2022.

Thai Wacoal Public Company Limited

Form for Agenda Proposal for 2023 Annual General Meeting of Shareholders (Form A)

Date.....

1. General Information

I (Proposer) :

Current Address / Contact Address :

No.Village/Building..... Moo.....Trok/Soi

Road.....Sub-district.....District.....

Province.....Postal Code.....

Telephone.....Fax..... E-mail.....

Overseas Address : (Only for foreigner, please specify overseas contact address)

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2. Shareholding Status :shares (At the date proposing the agenda)

3. Proposed Agenda :

Objective: For Acknowledgement For Approval For Consideration

Details and Reasons for the Proposed Agenda :.....

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Supporting Documents :

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4. Documentary Evidence to be submitted herewith the proposal

4.1 The evidence of shareholding

[] The certified true copy of share certificate or the certificate of shares held issued by broker or Thailand Securities Depository Co., Ltd. or custodian.

4.2 The evidence of the shareholder identification

[] In case the shareholder is an individual person

- a copy of identification card or a copy of passport (in case of a foreigner) of shareholder (s), together with a true copy certified by that shareholder (s).

[] In case the shareholder is a juristic person

- a copy of the juristic person's certificate issued not exceeding 3 months, and a copy of identification card or a copy of passport (in case of a foreigner) of the authorized signatory who signed the form, together with a true copy certified by that signatory.

If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.

5. Guarantee

I hereby pledge that all information and documentary evidence attached hereto are correct, complete and true in all respects. I also certify that the total number of shares held by me and other shareholder (s) (if any) is not less than 5 percent of the total voting rights of the Company.

Sign..... Shareholder
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Remark : The personal data collected will be treated in a manner consistent with the Personal Data Protection Policy stated in the Company's website : http://corporate.wacoal.co.th/privacy/policy_en.pdf

Thai Wacoal Public Company Limited

Form for the Nomination of Candidate for Directorship
for 2023 Annual General Meeting of Shareholders (Form B)

Date.....

1. General Information

I (Proposer) :

Current Address / Contact Address :

No.Village/Building..... Moo.....Trok/Soi

Road.....Sub-district.....District.....

Province.....Postal Code.....

Telephone.....Fax..... E-mail.....

Overseas Address : (Only for foreigner, please specify overseas contact address)

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2. Shareholding Status :shares (At the date nominating the candidate)

3. Nominated Candidate for Directorship:

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4. Documentary Evidence to be submitted herewith the proposal

4.1 The evidence of shareholding

[] The certified true copy of share certificate or the certificate of shares held issued
by broker or Thailand Securities Depository Co., Ltd. or custodian.

4.2 The evidence of the shareholder identification

[] In case the shareholder is an individual person

- a copy of identification card or a copy of passport (in case of a foreigner) of shareholder (s), together with a true copy certified by that shareholder (s).

[] In case the shareholder is a juristic person

- a copy of the juristic person's certificate issued not exceeding 3 months, and a copy of identification card or a copy of passport (in case of a foreigner) of the authorized signatory who signed the form, together with a true copy certified by that signatory.

If a shareholder has his/her title, name or surname changed, a copy of evidence of those changes must be enclosed and certified true copy.

5. Guarantee

I hereby pledge that all information and documentary evidence attached hereto are correct, complete and true in all respects. I also certify that the total number of shares held by me and other shareholder (s) (if any) is not less than 5 percent of the total voting rights of the Company.

Sign..... Shareholder
()

Remark : The personal data collected will be treated in a manner consistent with the Personal Data Protection Policy stated in the Company's website : http://corporate.wacoal.co.th/privacy/policy_en.pdf

Thai Wacoal Public Company Limited

**Profile of Nominated Candidate for Directorship
 for 2023 Annual General Meeting of Shareholders (Form C)**



Date.....

1. General Information of Candidate

(1) Name-Surname (in English)
 (in Thai)
 (Former name-surname.....)

(2) Date of BirthAgeYears

(3) Nationality

(4) Marital Status Single Married Divorced

(5) Spouse's Name (Former name-surname.....)

(6) Details of Children

Name of Children	Date of Birth	Age (Years)	Place of Work
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2. Address

(1) Work Place :

Company name.....
 No.....Building..... Moo.....Trok/Soi.....Road.....
 Sub-district.....District.....Province.....Postal Code.....
 Telephone.....Fax..... E-mail.....

(2) Current Address / Contact Address :

No.....Village/Building..... Moo.....Trok/Soi.....Road.....
 Sub-district.....District.....Province.....Postal Code.....
 Telephone.....Fax..... E-mail.....

(3) Overseas Address: (Only for foreigner, please specify overseas contact address)

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3. Professional Background

(1) Education

Institute	Degree and Major Subject	Year Graduated
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(2) Training Background with Thai Institute of Directors Association (IOD)

Course	Year Attended
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4. Work Experience

Period (Year)	Organization	Type of Business	Position
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5. Skill / professional areas

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6. Shareholding in Thai Wacoal Plc. as of.....(the proposal date)

Ordinary Share shares

Spouse's Ordinary Shareshares

Underaged Children

- (1) Name.....holding ordinary shareshares
- (2) Name..... holding ordinary shareshares
- (3) Name.....holding ordinary shareshares

7. Related Business of Yourself, Spouse and Underaged Children

Name of Business	Type of Business	Related Persons	% of Shares Held	Position in Related Business	Period (Year)
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Remark State : All businesses now serving as directors or executives, and businesses now holding more than 1.0 percent of paid-up shares of those businesses.

8. Litigation Records (Except petty offence)

Court	Status (Plaintiff/Defendant/Interpleader)	Type of Suit (Civil/Criminal/Bankruptcy)	Charge or Accusation	Litigated Sum	Case No.	Judgement
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9. Required Documents Certified by Nominated Candidate

- (1) Copy of identification card
- (2) Copy of passport (In case of a foreigner)
- (3) Copy of education record / certificates
- (4) Reference letter from the present or latest company

I (Mr./Mrs./Miss) hereby provide my consent to be nominated as director and all information stated above for the nomination of the candidate for directorship and all supporting documents attached hereto are correct, complete and true in all respects.

Sign.....Nominated Candidate
(.....)